

RECORDATION NO. 13870-C FILED

DEC 5 - '97

3-12PM

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OF COUNSEL
URBAN A. LESTER

December 5, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Release and Satisfaction and Bill of Sale, dated as of November 21, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 13870.

The names and addresses of the parties to the enclosed document are:

Secured Party: The Bank of New York
(successor to Mercantile-Safe Deposit
and Trust Company)
10161 Centurim Parkway
Jacksonville, Florida 32256

A description of the railroad equipment covered by the enclosed document is:

all equipment covered by the Equipment Trust Agreement

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SURFACE TRANSPORTATION
BOARD

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Post
Mr. Williams

Mr. Vernon A. Williams
December 5, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

DEC 5 - '97

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RELEASE AND SATISFACTION AND BILL OF SALE

THE CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1982

DATED AS OF NOVEMBER 15, 1982

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of November 15, 1982, between Mercantile-Safe Deposit and Trust Company, Trustee, and The Chesapeake and Ohio Railway Company, said Agreement establishing Chesapeake and Ohio Railway Equipment Trust of 1982, hereby certifies that all of the \$33,000,000.00 principal amount of 10 3/4% and 11.00% Equipment Trust Certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company, does hereby declare said Equipment Trust Agreement dated as of November 15, 1982 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (successor by merger to The Chesapeake and Ohio Railway Company) all of its rights, title and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of November 15, 1982 and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Agent thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Agent as of this 21st day of November, 1997.

ATTEST:

THE BANK OF NEW YORK, as
Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: Janelle R. ScottBy: Sharon Z. Blum

Authorized Agent

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 21 day of NOVEMBER 1997,
before me personally appeared Sharon L. Atkinson, to me
personally known, who, being by me duly sworn, says that
he/she is an Agent of The Bank of New York, that the
seal affixed to the foregoing instrument is the seal of said
corporation, that said instrument was signed and sealed on
behalf of the corporation by authority of its Board of
Directors and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.


Notary Public

RELSALEA



